

**Dakota Telecommunications Group, Inc.**  
**Joint Unanimous Written Consent**  
**of Sole Shareholder and Board of Directors**


The undersigned, being the Sole Shareholder and all of the Directors of Dakota Telecommunications Group, Inc., a Delaware corporation (the "Company"), hereby consent, pursuant to Sections 141 and 211 of the Delaware Code, to the adoption of the following resolution:

**RESOLVED**, that the Company's Articles of Incorporation be, and hereby are, amended to replace ARTICLE I, The Name of the Corporation, to read in its entirety as follows:

**Article I. Name.** The name of the corporation is McLeodUSA Community Telephone, Inc.

**IN WITNESS WHEREOF**, the undersigned has caused this Joint Unanimous Written Consent to be executed effective the 3<sup>rd</sup> day of October, 2000.

McLeodUSA Incorporated  
Sole Shareholder

  
STEPHEN C. GRAY  
Director

BY:   
RANDALL RINGS  
Its Vice President and Secretary

**OFFICIAL FILE**

ILL. C. G. DOCKET NO. 00-0641

ICTC Exhibit No. 1.3

Witness 20

Date 12-18-00 Reporter CB

**Consolidated Communication Inc.  
Joint Unanimous Written Consent  
of Sole Shareholder and Board of Directors**

The undersigned, being the Sole Shareholder and all of the Directors of Consolidated Communication Inc., a Delaware corporation (the "Company"), hereby consent, pursuant to Sections 141 and 211 of the Delaware Code, to the adoption of the following resolution:

**RESOLVED**, that the Company's Articles of Incorporation be, and hereby are, amended to replace ARTICLE I, The Name of the Corporation, to read in its entirety as follows:

**Article I. Name.** The name of the corporation is McLeodUSA Holdings, Inc.

IN WITNESS WHEREOF, the undersigned has caused this Joint Unanimous Written Consent to be executed effective the 3<sup>rd</sup> day of October, 2000.

  
STEPHEN C. GRAY  
Director

MCLEODUSA INCORPORATED  
Sole Shareholder

BY:   
RANDALL RINGS  
Its Vice President and Secretary

**DAKOTA TELECOMMUNICATIONS GROUP, INC.  
ACTION OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR  
BY UNANIMOUS WRITTEN CONSENT**

The undersigned, being the sole shareholder and sole director of Dakota Telecommunications Group, Inc. (the "Corporation"), a Delaware corporation, pursuant to Section 141 and 211 of the General Corporation Law of the State of Delaware, hereby consents to the adoption of the following:

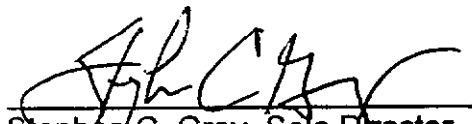
**WHEREAS**, it is desirable that certain corporate reorganization steps be taken;

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporate Reorganization Plan outlined in the attached Exhibit A is hereby approved.

**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized and directed to do all such other acts and to execute and deliver any and all such instruments, certificates and documents as they deem necessary in order to effectuate the transactions contemplated by these resolutions.

**IN WITNESS WHEREOF**, the undersigned has executed this Unanimous Consent of Sole Shareholder and Sole Director as of this 28<sup>th</sup> day of September, 2000.

McLeodUSA Incorporated  
Sole Shareholder

  
Stephen C. Gray, Sole Director

BY:   
Randall Rings  
Its Vice President and Secretary

## **Corporate Reorganization Plan**

### **Exhibit A**

The following steps are necessary to accomplish the reorganization of the McLeodUSA Incorporated family of subsidiaries as designated from Figure 1 to Figure 2. (See attached.)

#### **ACCESS COMMUNICATIONS HOLDINGS, INC. TRANSACTIONS**

1. McLeodUSA Incorporated contributes the stock of Access Communications Holdings, Inc. to McLeodUSA Telecommunications Services, Inc.
2. Access Communications Holdings, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
3. Access Communications, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
4. S.J. Investments, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.

#### **MCLEODUSA DIVERSIFIED, INC. TRANSACTIONS**

5. McLeodUSA Diversified, Inc. is dissolved and completely liquidated into McLeodUSA Incorporated.
6. Campus-Call, Inc. is dissolved and completely liquidated into Ruffalo, Cody & Associates, Inc.

#### **DAKOTA TELECOMMUNICATIONS GROUP, INC. TRANSACTIONS**

7. Dakota Telecommunications Group, Inc. distributes the stock of Telecom Park, L.L.C. to McLeodUSA Incorporated.
8. Dakota Telecommunications Group, Inc. distributes the stock of Dakota Telecommunications Systems, Inc. to McLeodUSA Incorporated.
9. Telecom Park, L.L.C. is dissolved and completely liquidated into McLeodUSA Incorporated.
10. Dakota Telecommunications Systems, Inc. is dissolved and completely liquidated into McLeodUSA Incorporated.
11. Dakota Telecommunications Group, Inc. distributes the stock of DTG Internet, Inc. to McLeodUSA Incorporated.
12. Dakota Telecommunications Group, Inc. distributes the stock of DTG Communications, Inc. to McLeodUSA Incorporated.

13. Dakota Telecommunications Group, Inc. distributes the stock of DTG DataNet, Inc. to McLeodUSA Incorporated.
14. McLeodUSA Incorporated contributes the stock of DTG Internet, Inc. to McLeodUSA Telecommunications Services, Inc.
15. McLeodUSA Incorporated contributes the stock of DTG Communications, Inc. to McLeodUSA Telecommunications Services, Inc.
16. McLeodUSA Incorporated contributes the stock of DTG DataNet, Inc. to McLeodUSA Telecommunications Services, Inc.
17. McLeodUSA Telecommunications Services, Inc. contributes the stock of DTG DataNet, Inc. to McLeodUSA Integrated Business Systems, Inc.

18. DTG Internet, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
19. DTG Communications, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
20. DTG DataNet, Inc. is dissolved and completely liquidated into McLeodUSA Integrated Business Systems, Inc.

21. Dakota Telecommunications Group, Inc. distributes the stock of Dakota Wireless Systems, Inc. to McLeodUSA Incorporated.
22. Dakota Wireless Systems, Inc. is renamed McLeodUSA Wireless Systems, Inc.
23. DTG Community Telephone, Inc. is renamed Dakota Community Telephone, Inc.
24. Dakota Telecom, Inc. is renamed McLeodUSA Telecom Development, Inc.
25. Dakota Telecommunications Group, Inc. is renamed McLeodUSA Community Telephone, Inc.

#### **MCLEODUSA INCORPORATED TRANSACTIONS**

26. McLeodUSA Incorporated contributes the stock of OneStop Telecommunications, Inc. to McLeodUSA Telecommunications Services, Inc.
27. McLeodUSA Incorporated contributes the stock of LIVEware5, Inc. to McLeodUSA Telecommunications Services, Inc.
28. OneStop Telecommunications, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
29. LIVEware5, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.

### **MCLEODUSA MEDIA GROUP, INC. TRANSACTIONS**

30. McLeodUSA Incorporated contributes the stock of Info America Phone Books, Inc. to McLeodUSA Media Group, Inc.
31. McLeodUSA Incorporated contributes the stock of Talking Directories, Inc. to McLeodUSA Media Group, Inc.
32. McLeodUSA Media Group, Inc. contributes the stock of Info America Phone Books, Inc. to McLeodUSA Publishing Company.
33. McLeodUSA Media Group, Inc. contributes the stock of Talking Directories, Inc. to McLeodUSA Publishing Company.
34. Info America Phone Books, Inc. is dissolved and completely liquidated into McLeodUSA Publishing Company.
35. Talking Directories, Inc. is dissolved and completely liquidated into McLeodUSA Publishing Company.

### **MCLEODUSA TELECOMMUNICATIONS SERVICES, INC. TRANSACTIONS**

36. McLeodUSA Telecommunications Services, Inc. contributes the stock of NewCom Companies, Inc. to McLeodUSA Network Services, Inc.
37. McLeodUSA Telecommunications Services, Inc. contributes the stock of QST Communications Inc. to McLeodUSA Network Services, Inc.
38. NewCom Companies, Inc. is dissolved and completely liquidated into McLeodUSA Network Services, Inc.
39. QST Communications Inc. is dissolved and completely liquidated into McLeodUSA Network Services, Inc.

### **OVATION COMMUNICATIONS, INC. TRANSACTIONS**

40. McLeodUSA Incorporated contributes the stock of Ovation Communications, Inc. to McLeodUSA Telecommunications Services, Inc.
41. Ovation Communications, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
42. BRE Communications, L.L.C. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
43. McLeodUSA Communications of Wisconsin, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
44. Ovation Communications International, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
45. Ovation Communications of Minnesota, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
46. Ovation Communications of Illinois, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.

## **CONSOLIDATED COMMUNICATION INC. TRANSACTIONS**

47. McLeodUSA Incorporated contributes the stock of McLeodUSA Telecommunications Services, Inc. to Consolidated Communication Inc.
48. McLeodUSA Incorporated contributes the stock of McLeodUSA Media Group, Inc. to Consolidated Communication Inc.
49. McLeodUSA Incorporated contributes the stock of Ruffalo, Cody & Associates, Inc. to Consolidated Communication Inc.
50. McLeodUSA Incorporated contributes the stock of McLeodUSA Wireless Systems, Inc. to Consolidated Communication Inc.
51. McLeodUSA Incorporated contributes the stock of Splitrock Holdings, Inc. to Consolidated Communication Inc.
  
52. Consolidated Communication Inc. contributes the stock of Consolidated Communications Directories Inc. to McLeodUSA Media Group, Inc.
53. Consolidated Communication Inc. contributes the stock of Consolidated Communications Operator Services Inc. to McLeodUSA Telecommunications Services, Inc.
54. Consolidated Communication Inc. contributes the stock of Consolidated Communications Public Services Inc. to McLeodUSA Telecommunications Services, Inc.
  
55. Consolidated Communication Inc. contributes the stock of Ruffalo, Cody & Associates, Inc. to McLeodUSA Telecommunications Services, Inc.
56. Consolidated Communication Inc. contributes the stock of Consolidated Market Response Inc. to McLeodUSA Telecommunications Services, Inc.
57. McLeodUSA Telecommunications Services, Inc. contributes the stock of Consolidated Market Response Inc. to Ruffalo, Cody & Associates, Inc.
  
58. Consolidated Communications Systems & Services Inc. is dissolved and completely liquidated into Consolidated Communication Inc.
59. Splitrock Holdings, Inc. is dissolved and completely liquidated into Consolidated Communication Inc.
60. Consolidated Communications Operator Services Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
61. Consolidated Communications Public Services Inc. is renamed McLeodUSA Public Services, Inc.
62. Consolidated Communication Inc. is renamed McLeodUSA Holdings, Inc.
63. Splitrock Services, Inc. is renamed McLeodUSA Information Services, Inc.

Figure 1: Overall Structure Prior to These Transactions

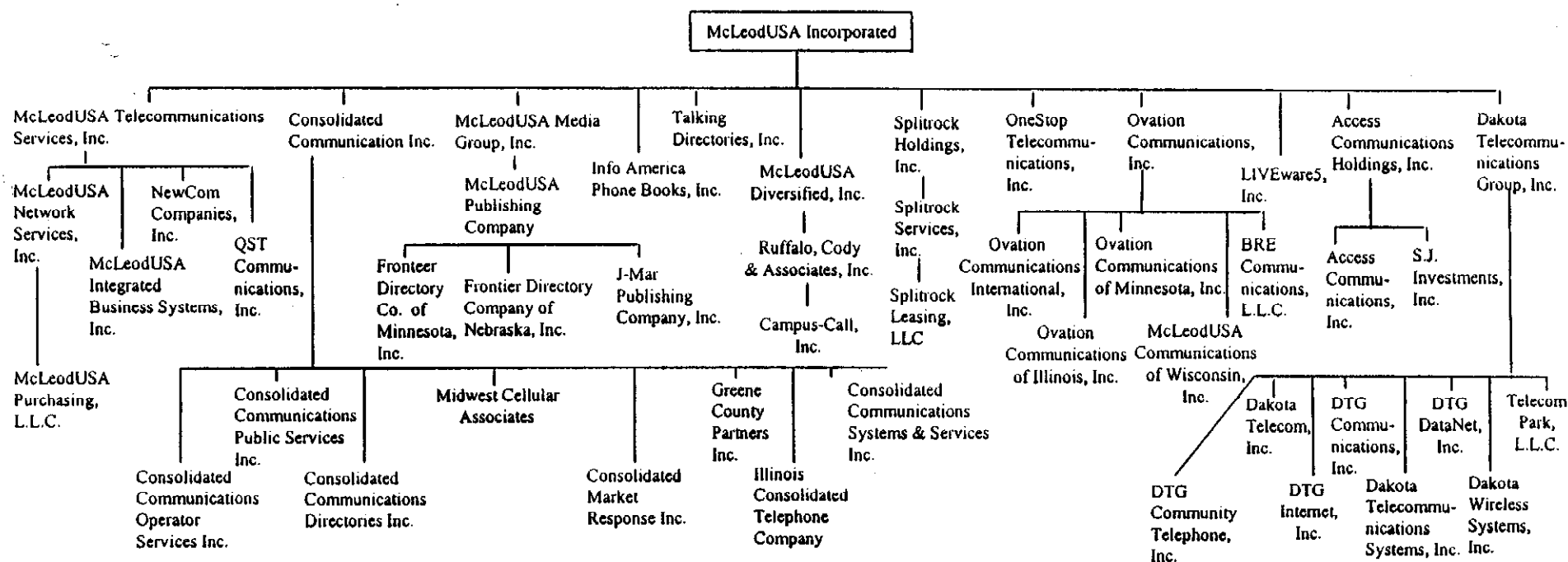
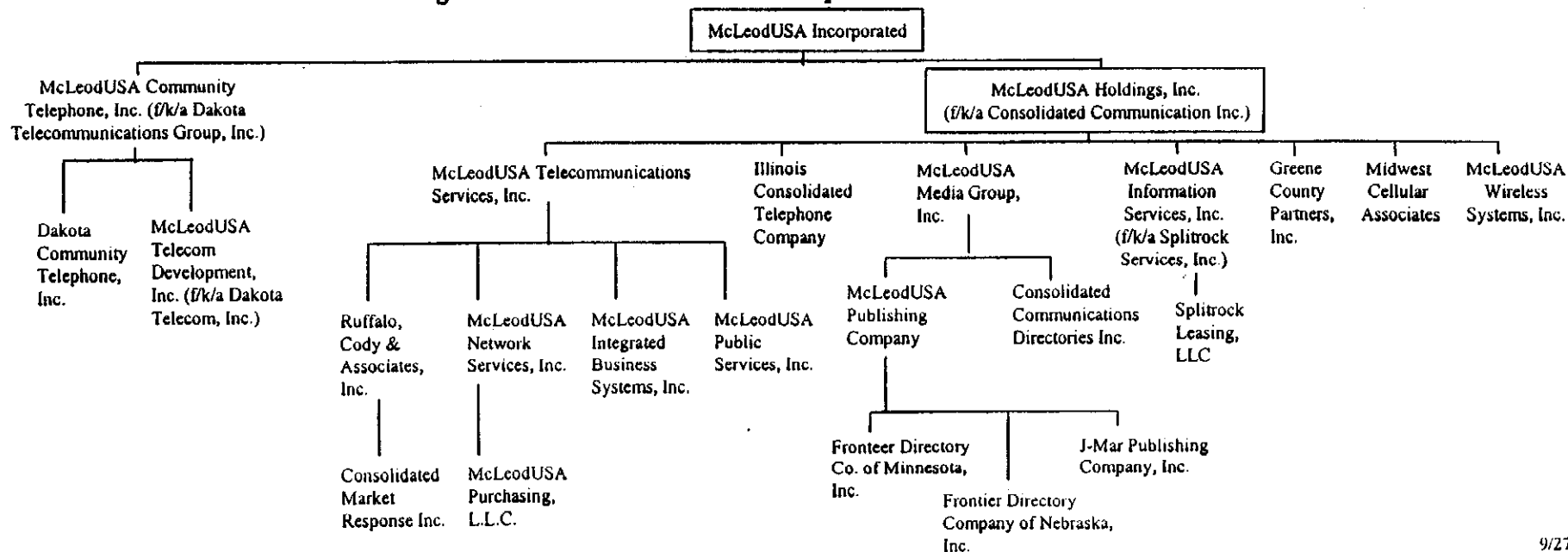


Figure 2: Overall Structure Subsequent to These Transactions



**CONSOLIDATED COMMUNICATION INC.  
ACTION OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR  
BY UNANIMOUS WRITTEN CONSENT**

The undersigned, being the sole shareholder and sole director of Consolidated Communication Inc. (the "Corporation"), a Delaware corporation, pursuant to Section 141 and 211 of the General Corporation Law of the State of Delaware, hereby consents to the adoption of the following:

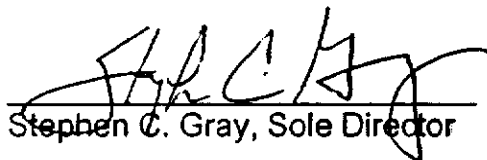
**WHEREAS**, it is desirable that certain corporate reorganization steps be taken;


**NOW, THEREFORE, BE IT RESOLVED**, that the Corporate Reorganization Plan outlined in the attached Exhibit A is hereby approved.

**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized and directed to do all such other acts and to execute and deliver any and all such instruments, certificates and documents as they deem necessary in order to effectuate the transactions contemplated by these resolutions.

**IN WITNESS WHEREOF**, the undersigned has executed this Unanimous Consent of Sole Shareholder and Sole Director as of this 28<sup>th</sup> day of September, 2000.

McLeodUSA Incorporated  
Sole Shareholder

  
Stephen C. Gray, Sole Director

BY:   
Randall Rings  
Its Vice President and Secretary

## **Corporate Reorganization Plan**

### **Exhibit A**

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3. Access Communications, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
4. S.J. Investments, Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.

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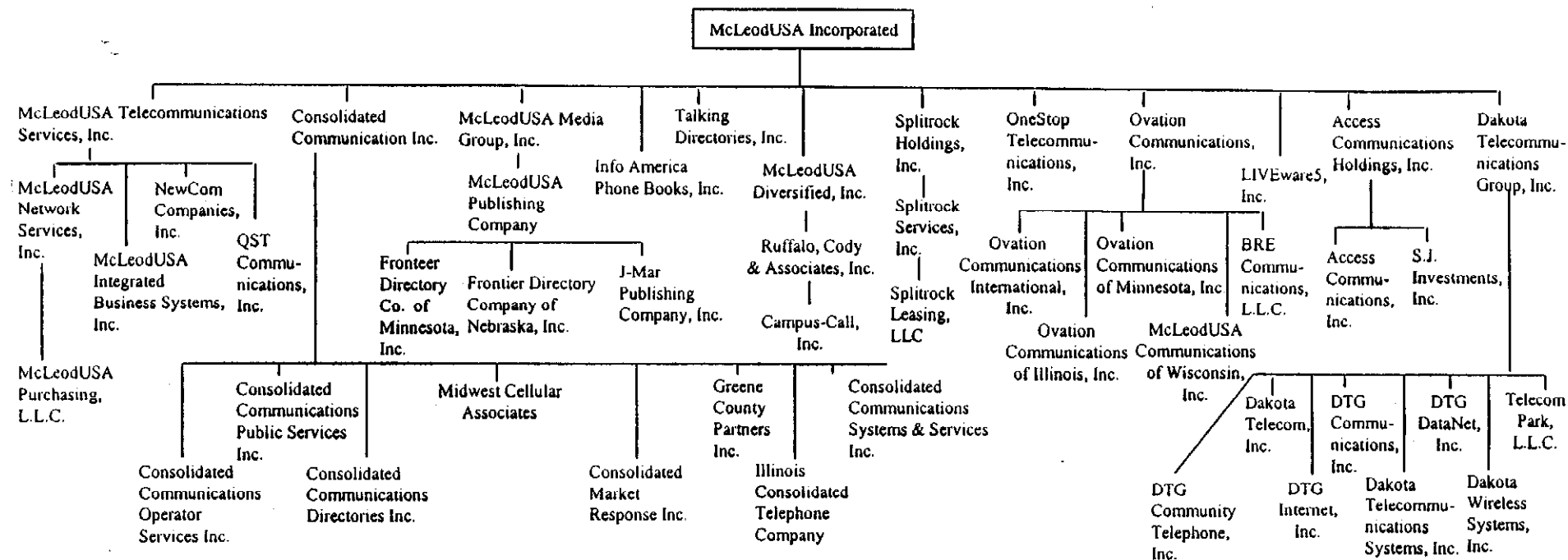
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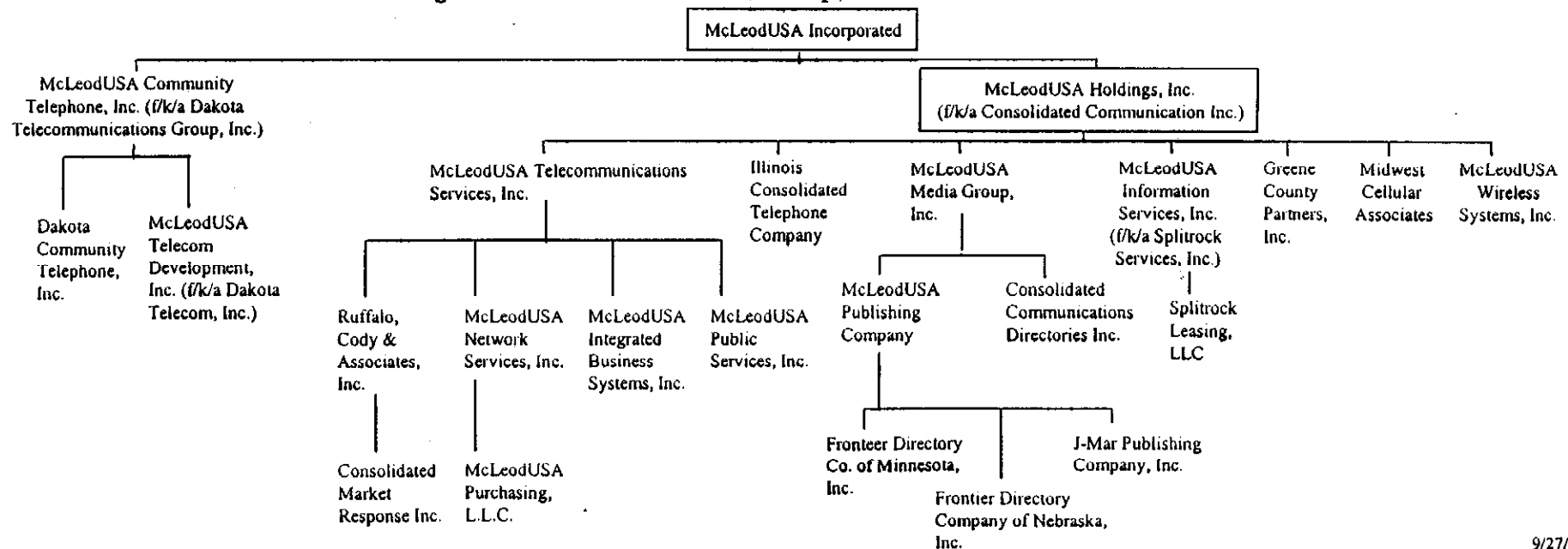
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60. Consolidated Communications Operator Services Inc. is dissolved and completely liquidated into McLeodUSA Telecommunications Services, Inc.
61. Consolidated Communications Public Services Inc. is renamed McLeodUSA Public Services, Inc.
62. Consolidated Communication Inc. is renamed McLeodUSA Holdings, Inc.
63. Splitrock Services, Inc. is renamed McLeodUSA Information Services, Inc.

**Figure 1: Overall Structure Prior to These Transactions**



**Figure 2: Overall Structure Subsequent to These Transactions**



**MCLEODUSA COMMUNITY TELEPHONE, INC.  
ACTION OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR  
BY UNANIMOUS WRITTEN CONSENT**

The undersigned, being the sole shareholder and sole director of McLeodUSA Community Telephone, Inc. (the "Corporation"), a Delaware corporation, pursuant to Section 141 and 211 of the General Corporation Law of the State of Delaware, hereby consents to the adoption of the following:

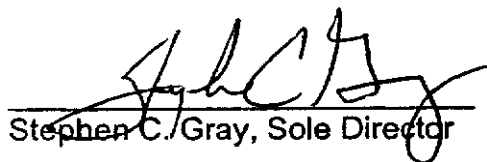
**WHEREAS**, it is desirable that certain corporate reorganization steps be taken;

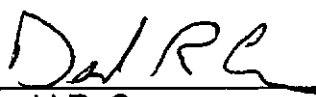
**NOW, THEREFORE, BE IT RESOLVED**, that the Corporate Reorganization Plan outlined in the attached Exhibit A is hereby approved.

**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized and directed to do all such other acts and to execute and deliver any and all such instruments, certificates and documents as they deem necessary in order to effectuate the transactions contemplated by these resolutions.

**IN WITNESS WHEREOF**, the undersigned has executed this Unanimous Consent of Sole Shareholder and Sole Director as of this 7<sup>th</sup> day of December, 2000.

McLeodUSA Incorporated  
Sole Shareholder

  
Stephen C. Gray, Sole Director

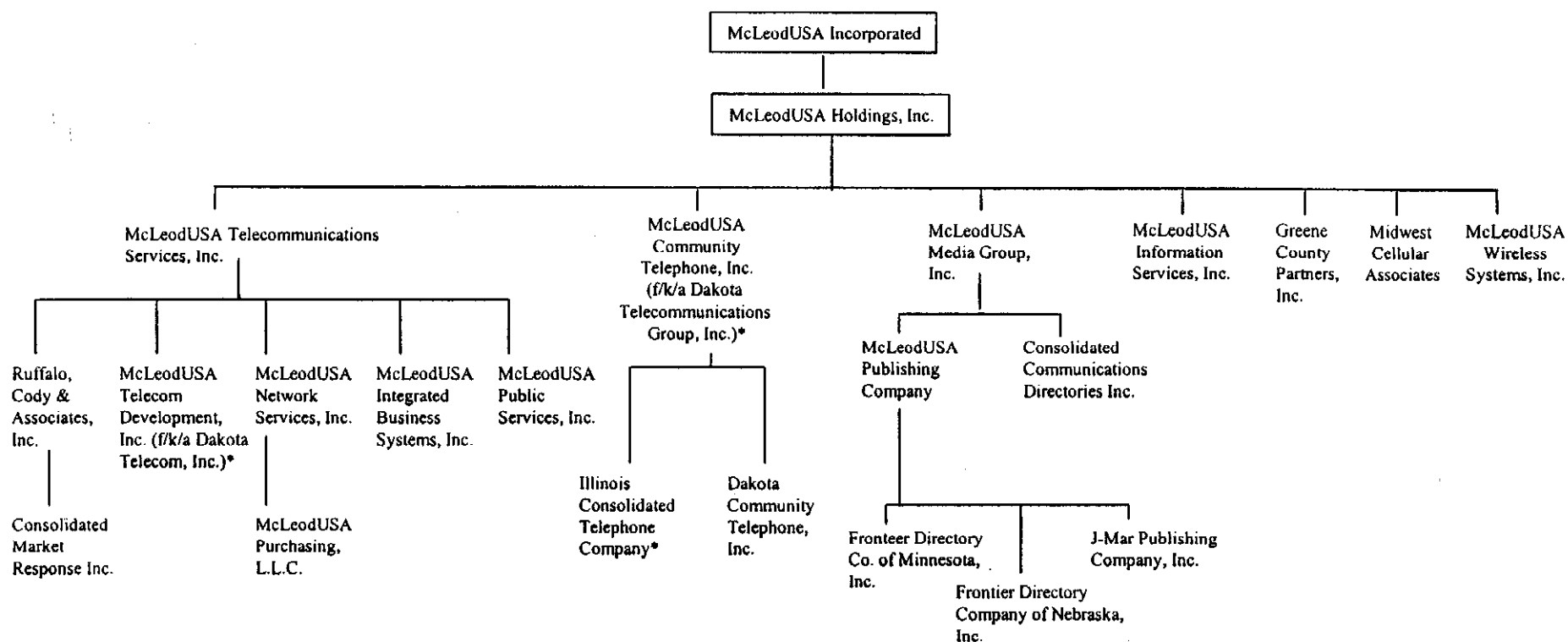
BY:   
David R. Conn  
Its Vice President and Assistant  
Secretary

**Corporate Reorganization Plan  
Phase 2**

**Exhibit A**

The following steps are necessary to accomplish the reorganization of the McLeodUSA Incorporated family of subsidiaries as designated from Figure 1 to Figure 2. (See attached.)

1. McLeodUSA Incorporated contributes the stock of McLeodUSA Community Telephone, Inc. to McLeodUSA Holdings, Inc.
2. McLeodUSA Holdings, Inc. contributes the stock of Illinois Consolidated Telephone Company to McLeodUSA Community Telephone, Inc.
3. McLeodUSA Community Telephone, Inc. distributes the stock of McLeodUSA Telecom Development, Inc. to McLeodUSA Holdings, Inc.
4. McLeodUSA Holdings, Inc. contributes the stock of McLeodUSA Telecom Development, Inc. to McLeodUSA Telecommunications Services, Inc.



\* These transactions are expected to occur by end of year.

**MCLEODUSA HOLDINGS, INC.  
ACTION OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR  
BY UNANIMOUS WRITTEN CONSENT**

The undersigned, being the sole shareholder and sole director of McLeodUSA Holdings, Inc. (the "Corporation"), a Delaware corporation, pursuant to Section 141 and 211 of the General Corporation Law of the State of Delaware, hereby consents to the adoption of the following:

**WHEREAS**, it is desirable that certain corporate reorganization steps be taken;


**NOW, THEREFORE, BE IT RESOLVED**, that the Corporate Reorganization Plan outlined in the attached Exhibit A is hereby approved.

**FURTHER RESOLVED**, that the officers of the Corporation are hereby authorized and directed to do all such other acts and to execute and deliver any and all such instruments, certificates and documents as they deem necessary in order to effectuate the transactions contemplated by these resolutions.

**IN WITNESS WHEREOF**, the undersigned has executed this Unanimous Consent of Sole Shareholder and Sole Director as of this 7<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Stephen C. Gray, Sole Director

McLeodUSA Incorporated  
Sole Shareholder

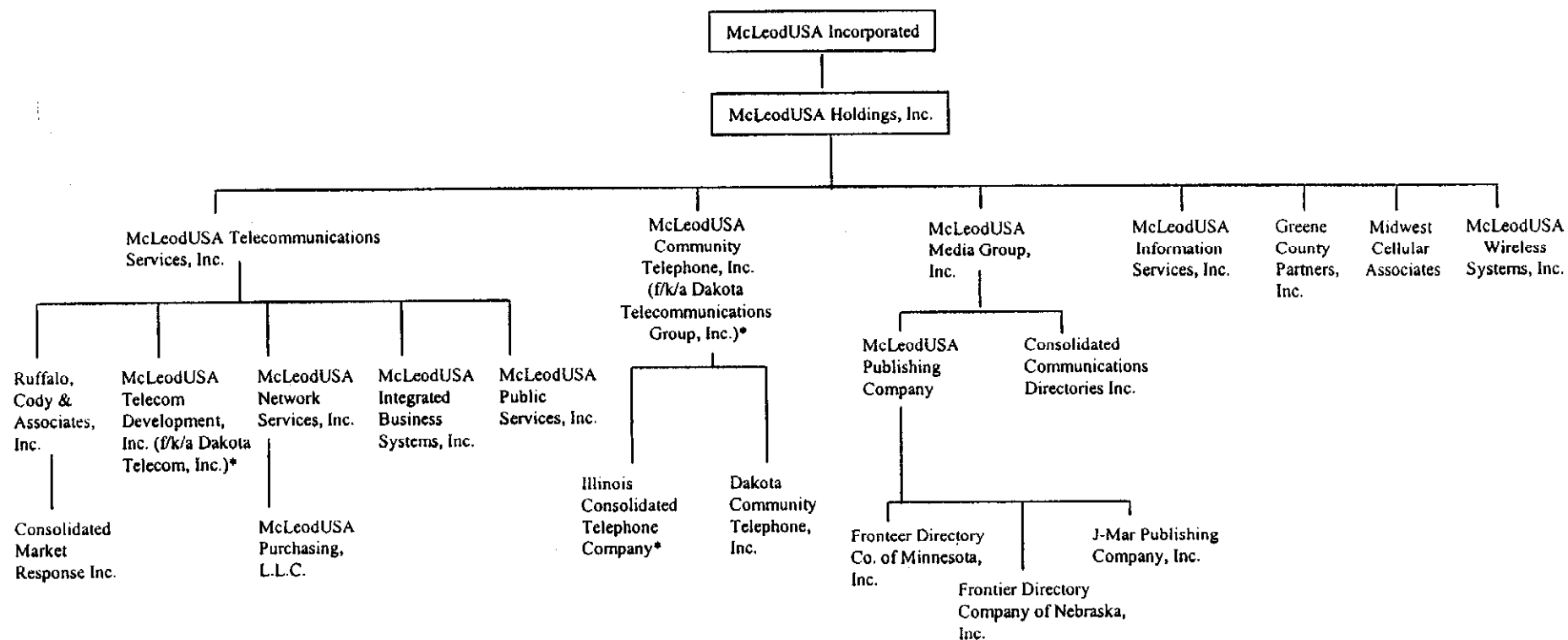
BY:   
\_\_\_\_\_  
David R. Conn  
Its Vice President and Assistant  
Secretary

**Corporate Reorganization Plan  
Phase 2**

**Exhibit A**

The following steps are necessary to accomplish the reorganization of the McLeodUSA Incorporated family of subsidiaries as designated from Figure 1 to Figure 2. (See attached.)

1. McLeodUSA Incorporated contributes the stock of McLeodUSA Community Telephone, Inc. to McLeodUSA Holdings, Inc.
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4. McLeodUSA Holdings, Inc. contributes the stock of McLeodUSA Telecom Development, Inc. to McLeodUSA Telecommunications Services, Inc.



\* These transactions are expected to occur by end of year.